



**MARVEL
COMICS
GROUP**

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

38
JULY

IND.



HERE'S
SPIDEY
AT HIS
FIGHTING
BEST!

"JUST A
GUY
NAMED
JOE!"

JUST WAIT'LL YOU
SEE THE OFF-BEAT
SUPER-VILLAIN
STARRING IN THIS
ISH! HE'S THE
PRIZE PUSSYCAT
OF THE YEAR!



THRILLS!

POOM!



SPILLS!



CHILLS!

NUFF SAID!

THE AMAZING SPIDER-MAN!

"JUST A GUY NAMED JOE!"

OUR MILDLY TERRIFIC TALE OPENS IN A CROWDED NEIGHBORHOOD GYM, WHERE WE FIND A NOT-OVERLY-BRIGHT HABITUÉ NAMED **JOE SMITH** INDULGING HIMSELF IN ONE OF HIS EVER-PRESENT DAY-DREAMS--

YES SIREE! NO MATTER WHAT **ANYONE** THINKS OF ME **NOW**, I'M GONNA BE THE **CHAMP** SOME DAY! I'M GONNA REALLY **BE** SOMEBODY! I **KNOW** IT!

GOOD THING YOU KNOW IT, SMITH! NOBODY **ELSE** DOES!

THAT GUY'S A REAL **PANIC**!

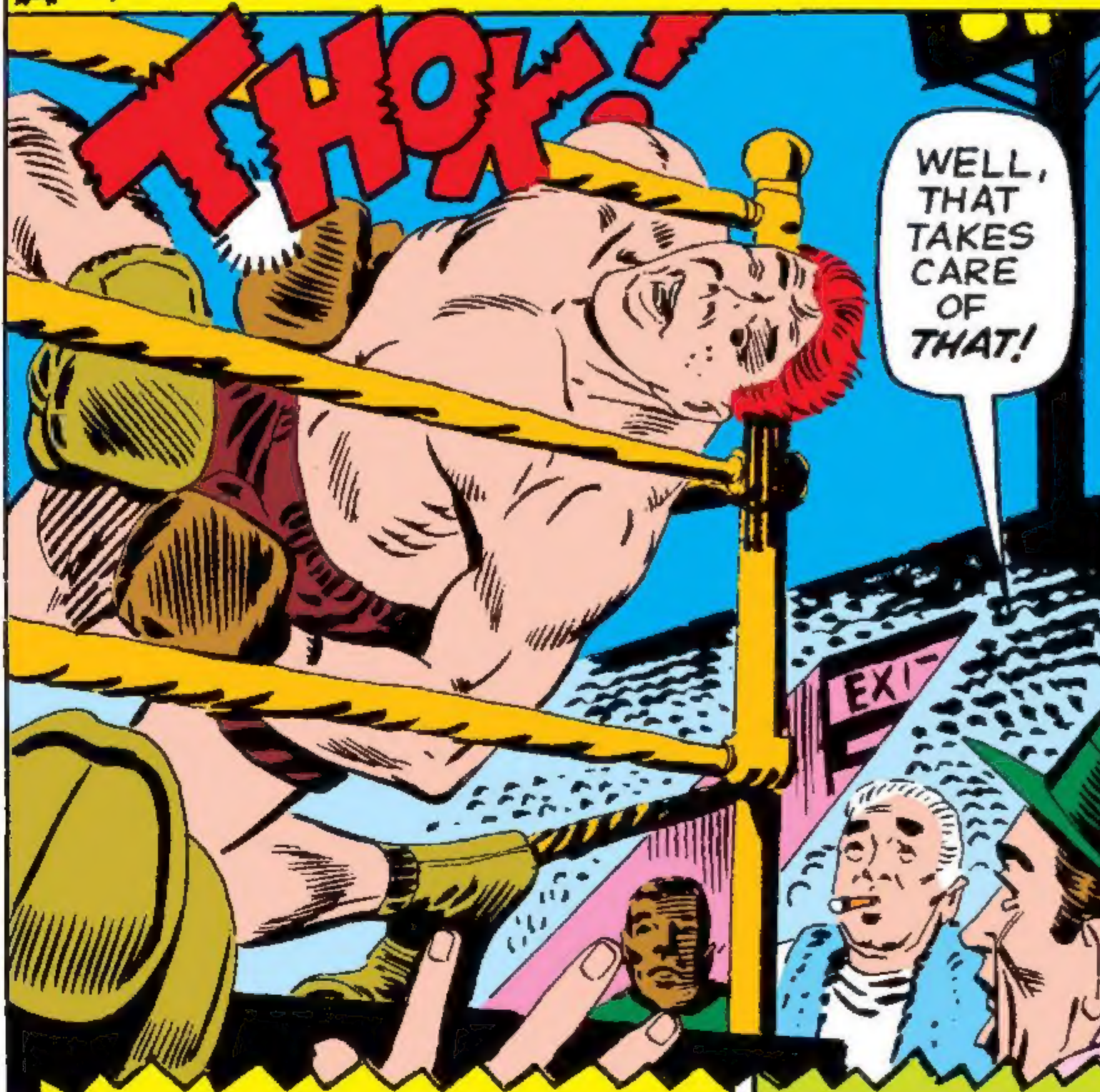
GOWAN, LAUGH AT ME **NOW**! YOU WON'T LAUGH **LATER**!

MR. TOMKINS, I'VE ASKED YOU TO MANAGE ME FOR **MONTHS**! AND I'M NEVER GONNA **STOP** ASKIN' UNTIL YOU SAY YOU **WILL**! NOW, HOW ABOUT IT--?

OKAY, KID! IF YOU WANNA GET YOUR **HEAD** HANDED TO YOU, THAT'S **YOUR** BUSINESS!

I'LL BOOK YOU A MATCH! IT'S THE ONLY WAY I'LL GET YOU OFF MY **BACK**!

AND, DURING THE FIRST MINUTE OF THE FIRST ROUND,...



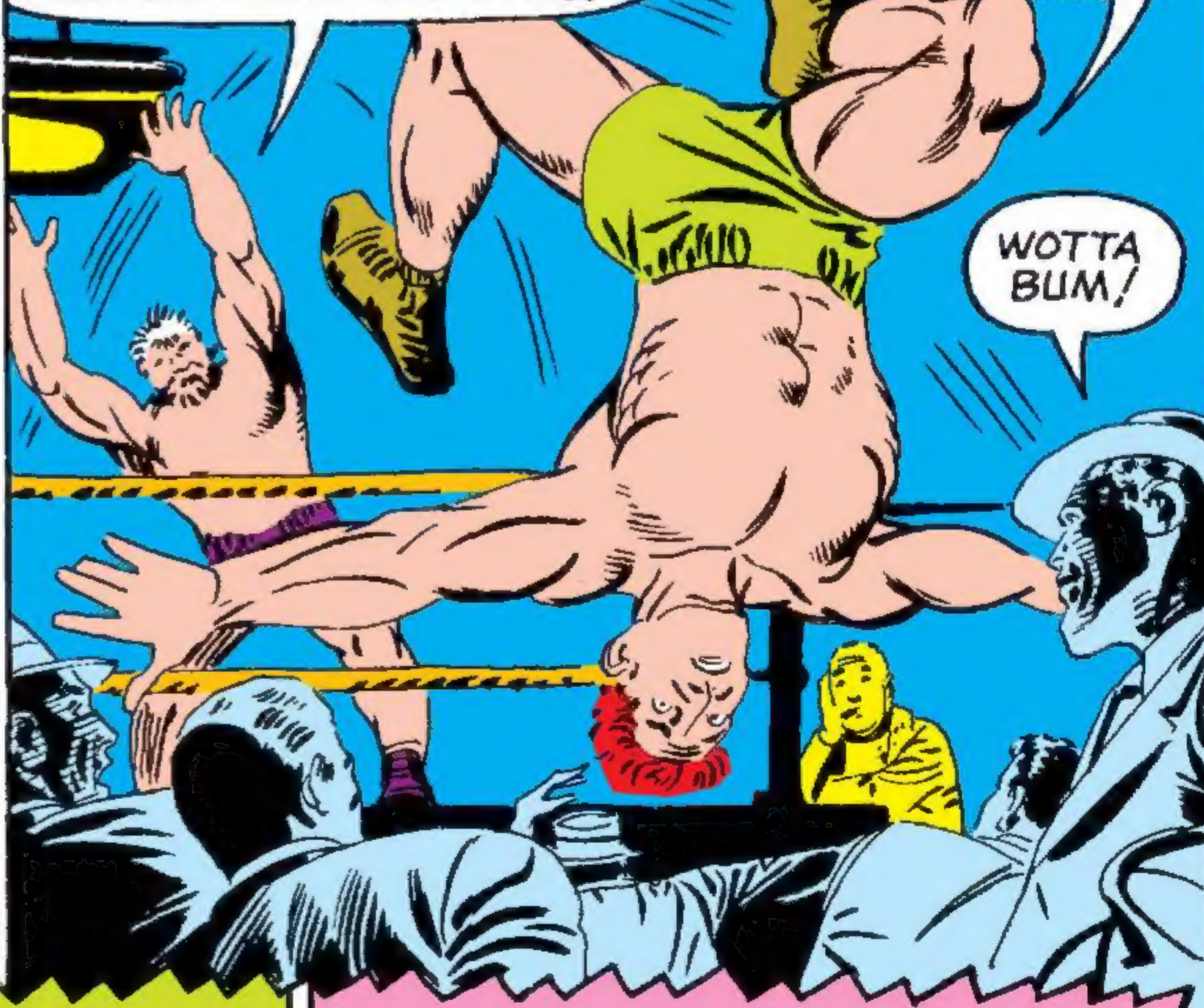
WELL, THAT TAKES CARE OF **THAT**!

NEXT, JOE SMITH TRIES THE **WRESTLING** GAME-- WITH VERY SIMILAR RESULTS--!

HEY! YOU WUZN'T SUPPOSED TA FALL OUTTA THE RING FER ANUDDER TEN MINUTES!

I-I MUST HAVE **SLIPPED**!

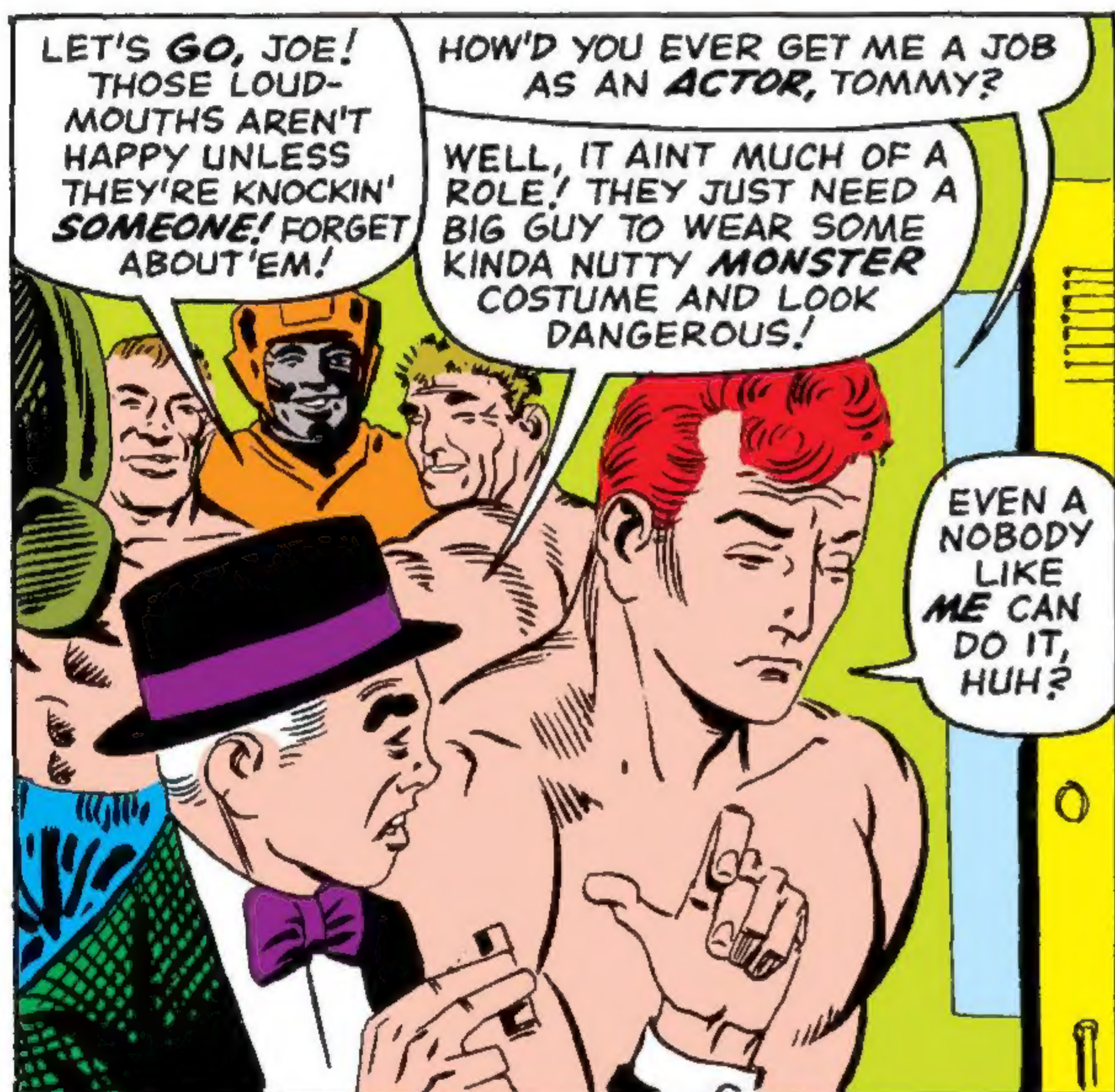
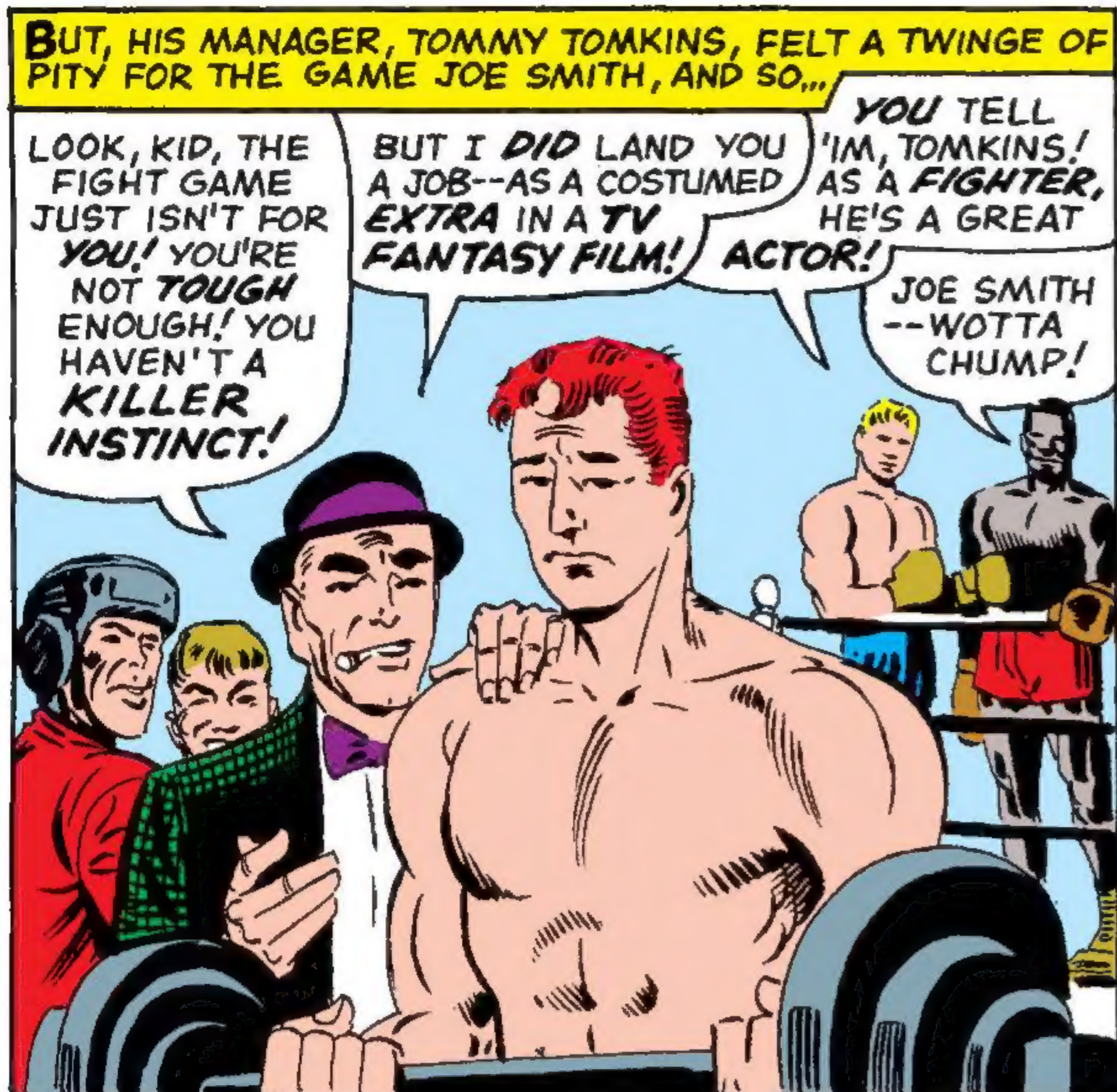
WOTTA BUM!

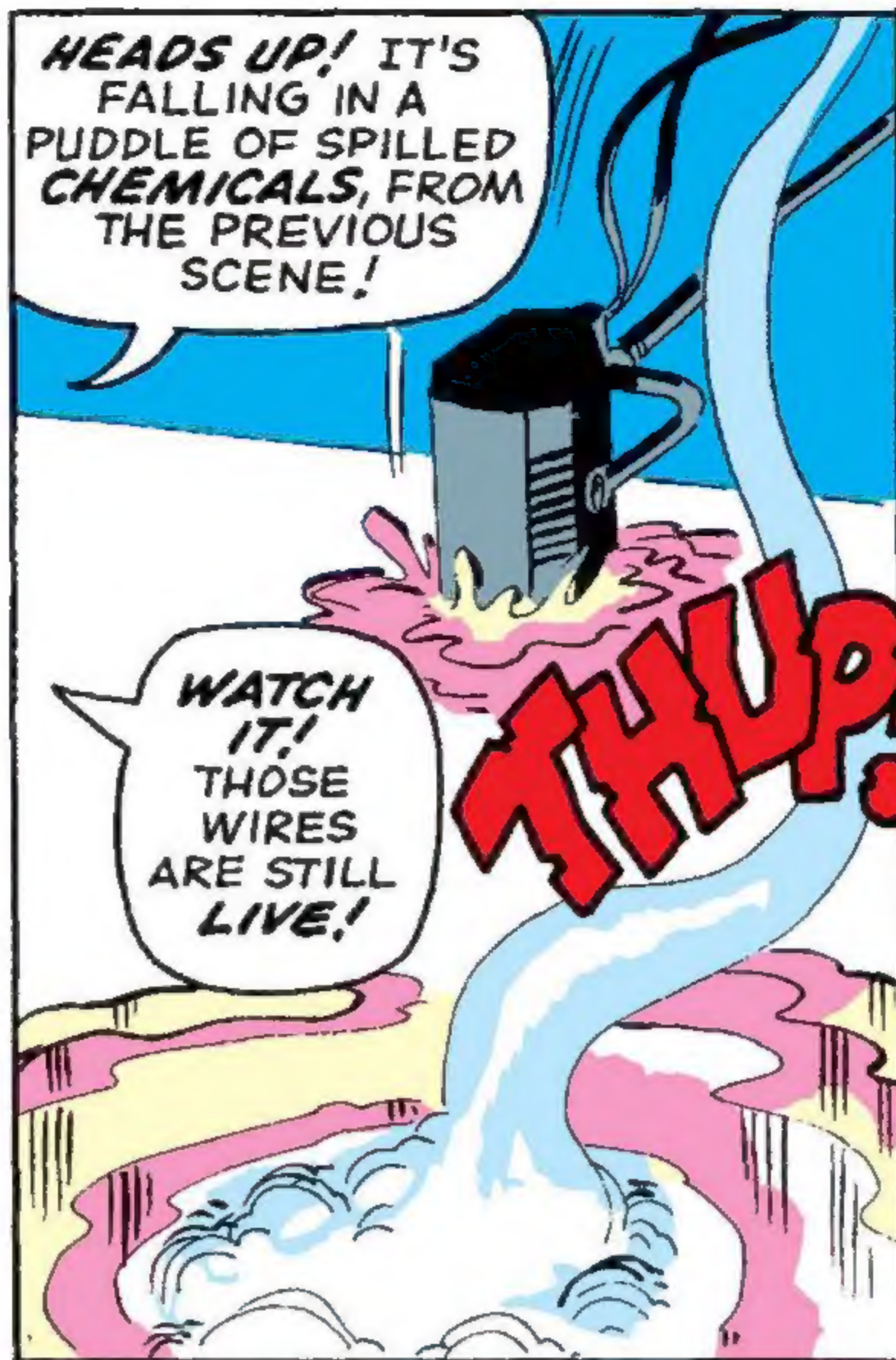
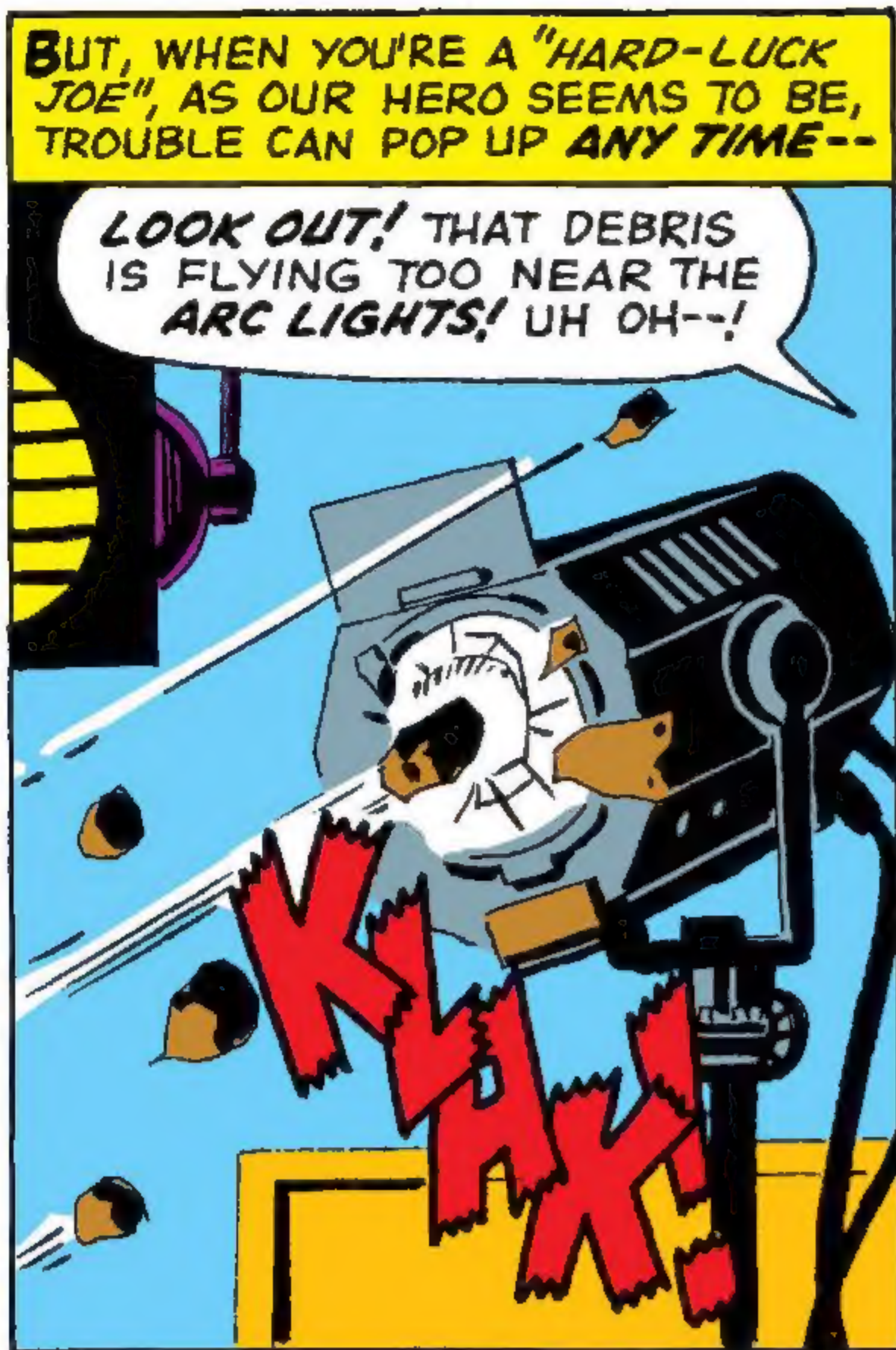


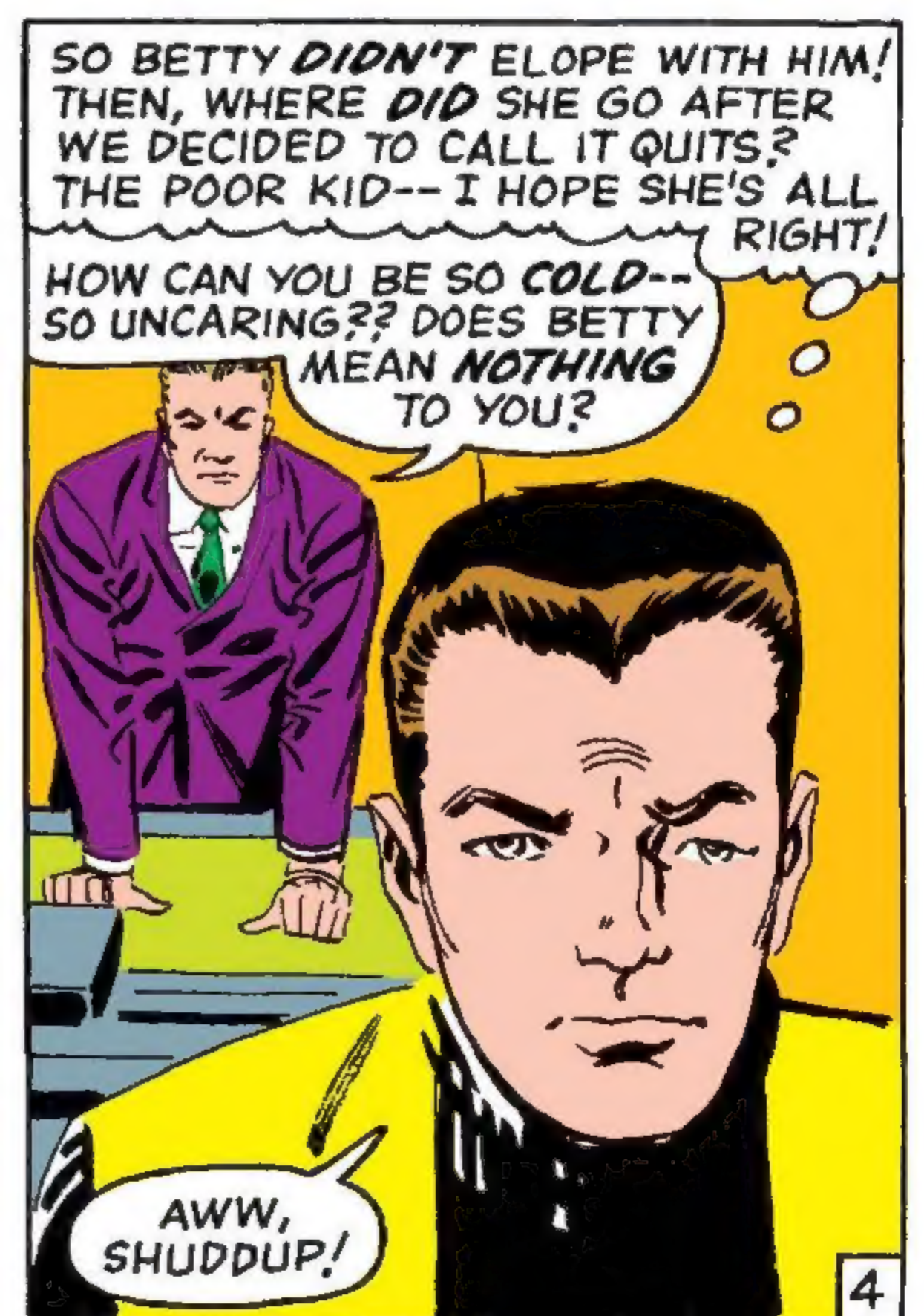
WRITTEN AND EDITED BY **STAN LEE**

PLOTTED AND DRAWN BY **STEVE DITKO**

LETTERED, UNFETTERED BY **ARTIE SIMEK**







PERHAPS I **SHOULD** HAVE TOLD BETTY THE TRUTH ABOUT MYSELF-- FROM THE BEGINNING!

EVERYTHING MIGHT HAVE BEEN DIFFERENT IF SHE KNEW THAT PETER PARKER IS-- **SPIDER-MAN!**

BUT, I CAN'T BE **SURE!** NO ONE CAN PREDICT A FEMALE'S REACTION!

I ALMOST HOPE THAT LEEDS **DOES** FIND HER! IT MIGHT BE FOR THE BEST!

WHAT CHANCE WOULD **WE** HAVE FOR HAPPINESS-- WITH THE SECRET I MUST ALWAYS CARRY WITH ME?!!

BUT NOW, LET'S CHANGE OUR SCENE BEFORE THERE'S NOT A DRY EYE LEFT IN THE HOUSE--

OKAY, FELLA-- IF YOU'RE FEELING BETTER NOW, WE'LL START SHOOTING THE **BIG FIGHT SCENE!**

I FEEL ALL RIGHT! LET'S GET IT **OVER** WITH!

REMEMBER, YOU'RE A MONSTROUS ALIEN BEING-- AND YOU WANT TO DESTROY THOSE INNOCENT SPACE EXPLORERS!

SO, TEAR INTO THEM AS THOUGH THEY'RE YOUR WORST ENEMIES-- AND DON'T WORRY-- THEY'RE ALL WELL-TRAINED STUNT MEN-- THEY WON'T HURT YOU!

QUIIIIIET ON THE SET! SCENE SIXTEEN-- TAKE ONE!

IT'S FUNNY! I FEEL AS THOUGH THEY ARE MY ENEMIES!

WOW! HE'S A NATURAL! HE'S MAKING EVERY PUNCH LOOK **REAL!**

I **DO** HATE THEM! I HATE **EVERYONE!** EVERYONE ALWAYS **LAUGHED** AT ME! BUT, THEY WON'T LAUGH ANY **MORE!**

THAT GUY'S **GREAT!** HE'S ANOTHER **LON CHANEY!**

THEY ALWAYS SAID I'D NEVER MAKE A GOOD FIGHTER BECAUSE I DIDN'T HAVE THE **KILLER INSTINCT--** BECAUSE I DIDN'T HAVE A **FIGHTER'S HEART--** BECAUSE I DIDN'T GET **MAD** ENOUGH!

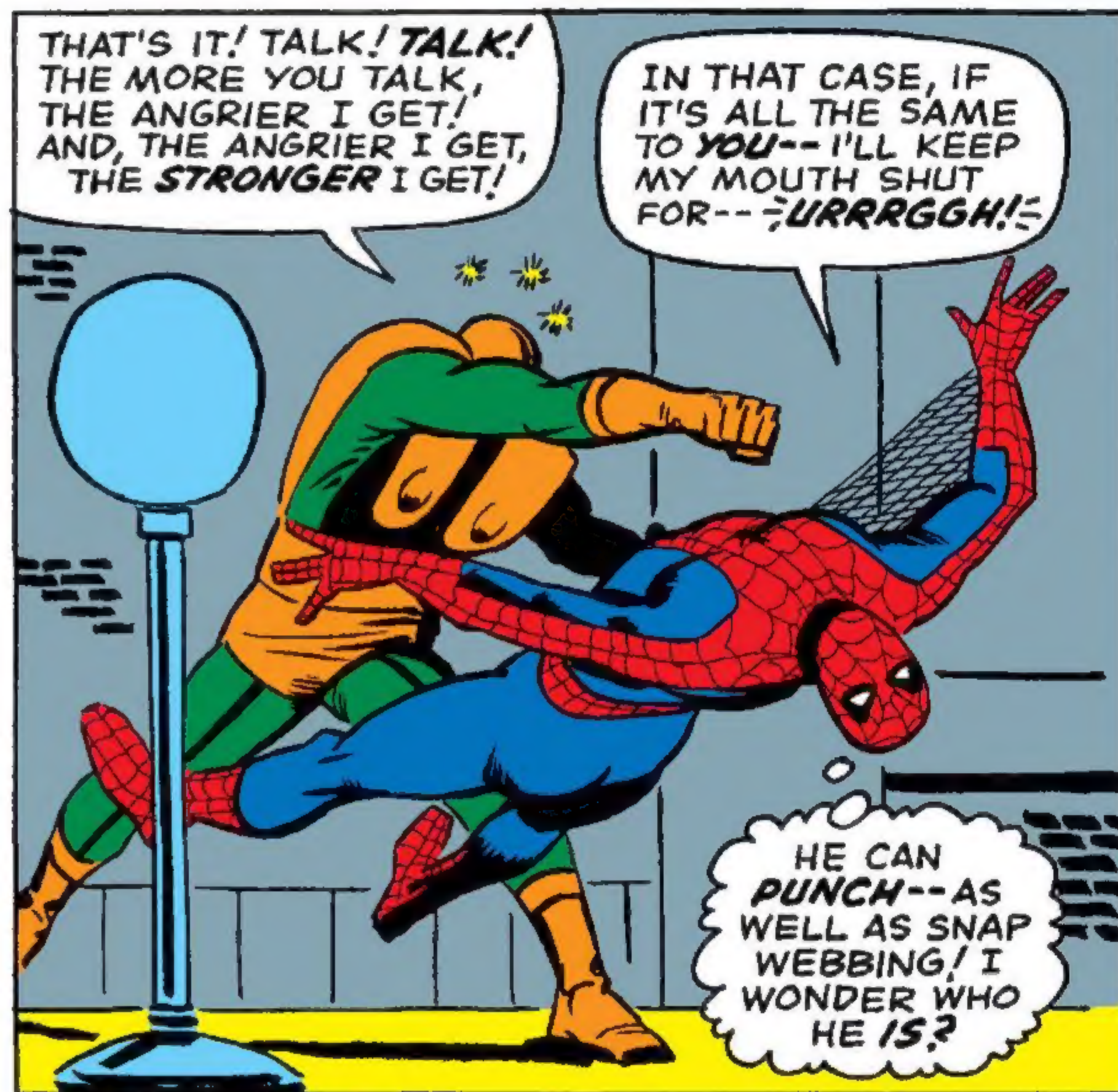
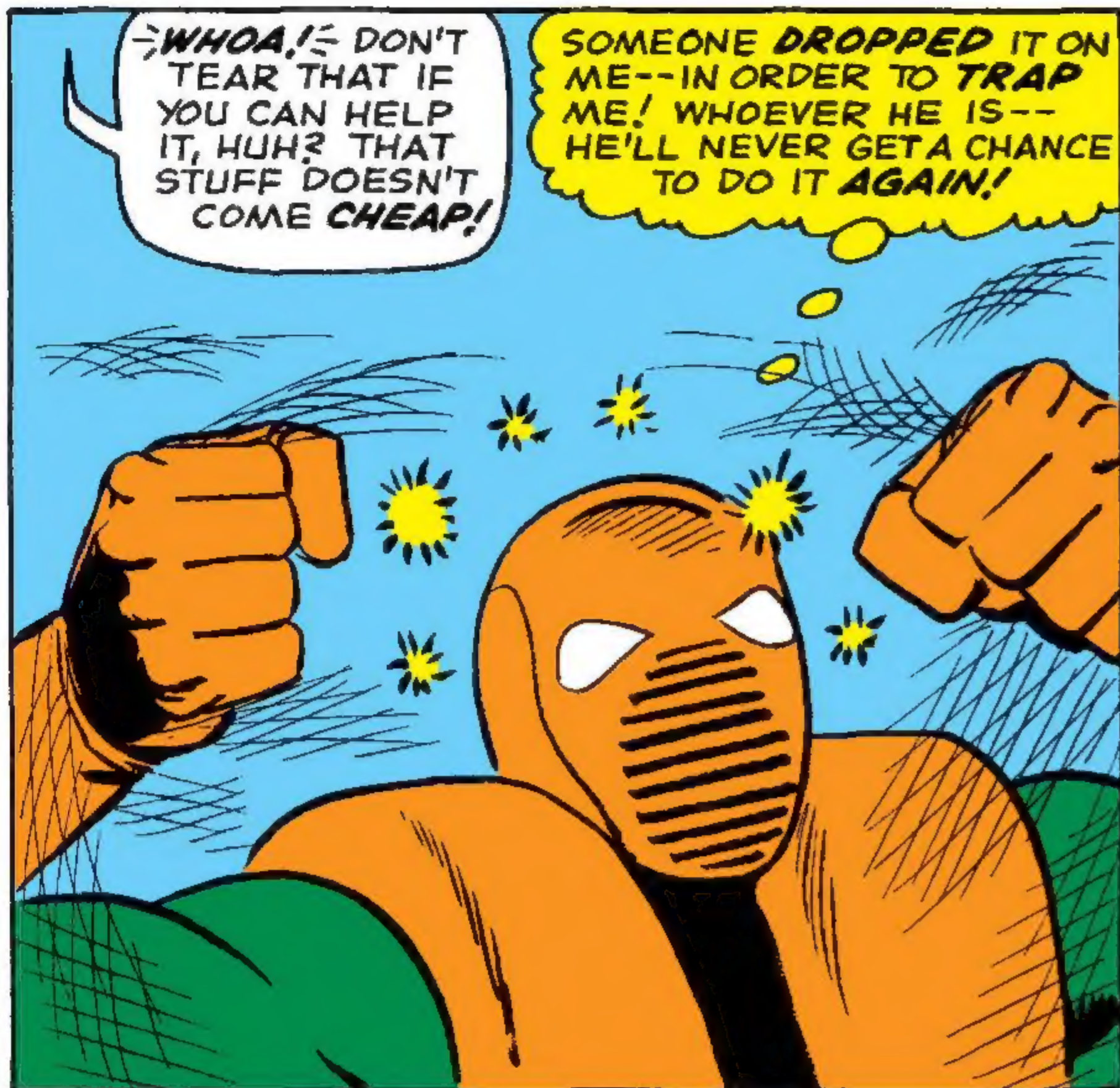
BUT THEY'LL NEVER SAY THAT TO ME **AGAIN--** NOT **EVER!**

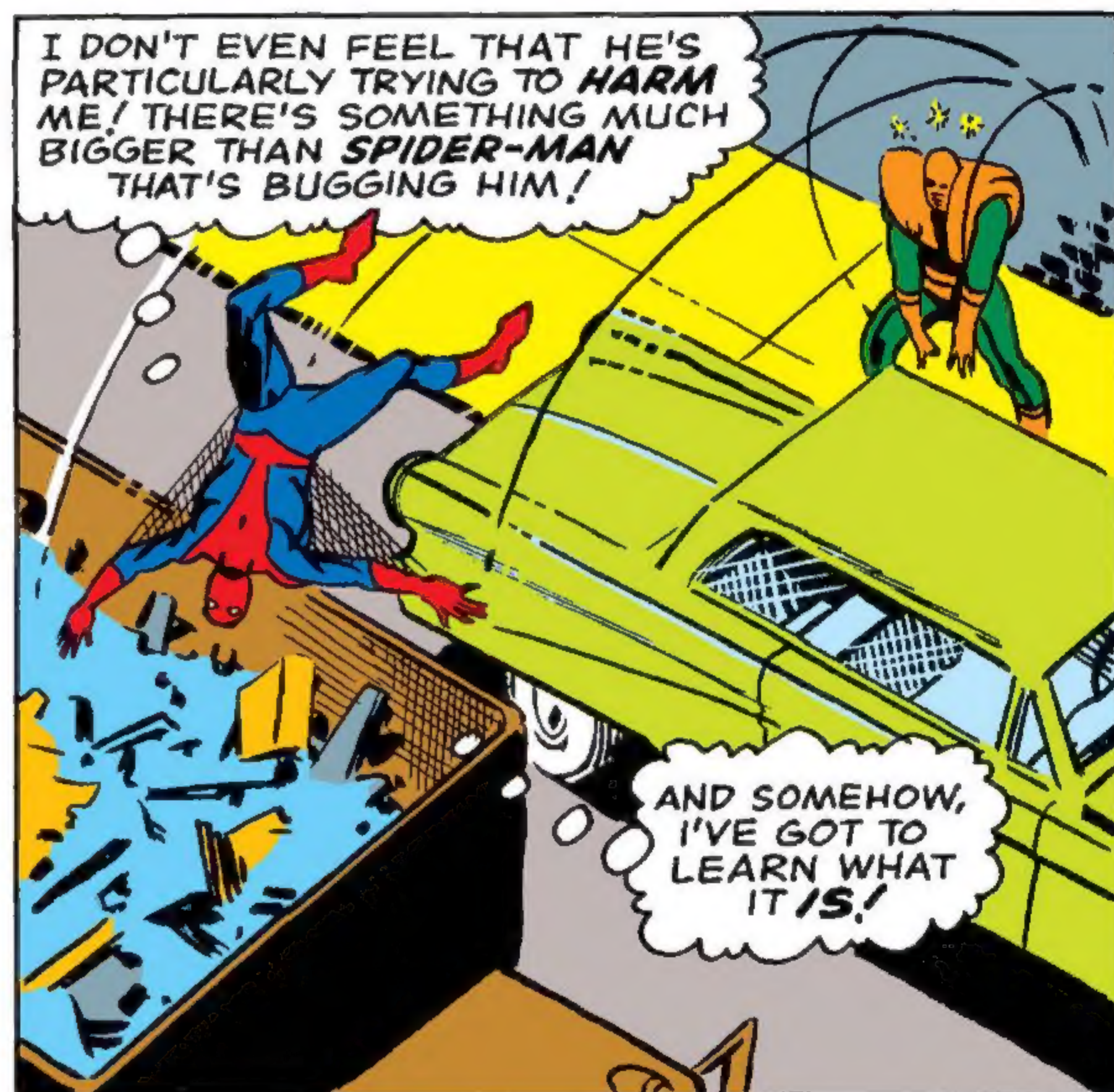
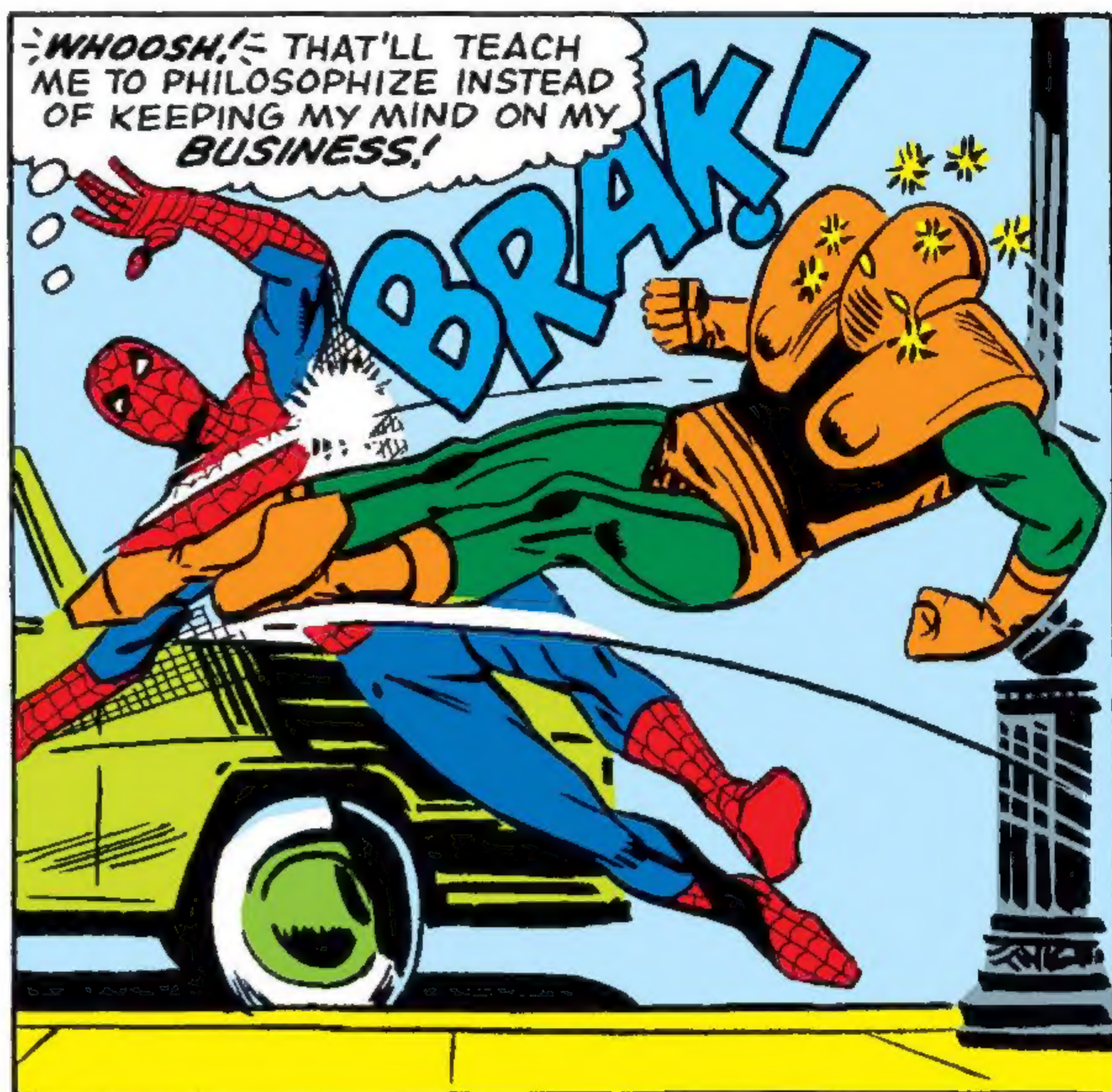
I DON'T EVEN THINK HE'S **ACTING!** IF YOU ASK **ME**, HE'S GONE **BERSERK!**

SHOULD WE **BREAK** IT UP?

NOT ON YOUR **LIFE!** THIS'LL BE THE **GREATEST** FIGHT SCENE I'VE EVER FILMED!!







AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN...

THANKS FOR THE LIFT, HARRY!

DON'T MENTION IT, PA!

CAN FLASH AND I BORROW THE CAR FOR THE REST OF THE EVENING?

SURE! WHY NOT?

WHAT A GREAT GUY MR. OSBORN IS!

BUT, A FEW SECONDS LATER...

I THOUGHT THEY'D NEVER DRIVE AWAY!

NOW'S MY CHANCE TO MAKE A QUICK CHANGE! NO ONE IS APT TO NOTICE IN THIS GLOOMY, DARKENED CORNER...

THERE! NOW, WITH MY IDENTITY SAFELY DISGUISED, IT'S TIME FOR ME TO KEEP MY LITTLE APPOINTMENT!

AND SO...

YOU CALLED US TOGETHER TO DO A JOB FOR YOU, AND YOU WON'T EVEN TELL US WHO YOU ARE?

THAT'S RIGHT! MY OWN IDENTITY IS OF NO IMPORTANCE!

AT FIRST I THOUGHT HE WAS PUTTIN' US ON--BUT HE **ISN'T!**

NOPE! HE **MEANS** IT, ALL RIGHT!

BUT IT **ISN'T POSSIBLE!** HOW CAN WE DO IT??

WHAT CHANCE WOULD WE HAVE OF FINISHING OFF --SPIDER-MAN?!!

AS YOU CAN SEE, I'M PREPARED TO PAY HANDSOMELY TO INSURE THAT SPIDER-MAN NEVER INTERFERES WITH ME AGAIN!

AND, TO PREVENT ANY DOUBLE-CROSSING, I'VE CUT THESE BILLS IN **HALF!** YOU TAKE ONE HALF **NOW--** I'LL DELIVER THE **OTHER** HALF WHEN THE WEB-SLINGER HAS BEEN PUT OUT OF ACTION!

YOU **KNOW** I'LL PAY OFF, SINCE MY HALF IS WORTHLESS TO ME NOW, ANYWAY!

IT'S A **DEAL!**

HANDLE IT ANY WAY YOU WANT TO! ALERT THE ENTIRE UNDERWORLD TO THE **REWARD** I'M OFFERING! SPIDER-MAN CAN'T ELUDE **ALL** OF YOU!

WITH ALL THAT **BREAD** WAITIN' FOR US, HE AINT GOT A **CHANCE!**

WHAT'S HE **DONE** TO YOU THAT MAKES YOU SO ANXIOUS TO GET 'IM?

THAT'S **MY** BUSINESS! JUST YOU HANDLE **YOUR** END OF THE DEAL--AND DON'T ASK TOO MANY **QUESTIONS!**

RELAX, MY FRIEND! SPIDER-MAN IS AS GOOD AS **KAPUT!**

AND NOW, WHILE WE ALL CLEAR OUR HEADS AND TRY TO UNDERSTAND WHAT'S GOING ON HERE, LET'S QUICKLY VISIT THE CAMPUS AT EMPIRE STATE U....

HI, GALS! WAIT UP FOR US!

LOOK, GWEN! IT'S **FLASH THOMPSON** AND **HARRY OSBORN!**

I KNOW--THE TWO CHARTER MEMBERS OF THE "LET'S HATE PETE PARKER" CLUB!

WHILE, JUST A STONE'S THROW AWAY...

ANOTHER STUDENT PROTEST! WHAT ARE THEY AFTER **THIS** TIME?

DIDN'T YOU **HEAR**? THEY'RE PROTESTING TONIGHT'S PROTEST MEETING!

IT FIGGERS!

HEY, PARKER! NOT SO FAST! WE CAN USE ANOTHER MAN TO CARRY A SIGN! C'MON, JOIN IN THE PROTEST MARCH!

NOT **ME**! I HAVEN'T GOT **TIME**! BESIDES, I'VE NOTHING TO PROTEST ABOUT!

NOTHING TO **PROTEST** ABOUT?? WHAT **ARE** YOU-- SOME KINDA RELIGIOUS FANATIC, OR SOMETHIN'?

WHAT 'SMATTER WITH YOU? AREN'T YOU INTERESTED IN SAVING THE WORLD??

ANYWAY, IT'S AN EXCUSE TO CUT CLASSES!

--AND MAYBE YOU'LL GET YOUR PICTURE IN **NEWSWEEK**!

SAY! LOOK WHO'S OVER THERE WITH THE **MARCHERS**!

IT'S THAT LIGHT-WEIGHT, **PETER PARKER**! WOULDN'TCHA **KNOW** IT?

HE'S NOT **WITH** THEM! LOOK-- HE'S **LEAVING**!

C'MON, PARKER-- IF YOU JOIN **OUR** PROTEST MEETING, WE'LL JOIN ONE OF **YOURS** SOME TIME!

SURE! AND, IF YOU'VE NOTHING TO PROTEST, DON'T WORRY ABOUT IT! **THAT** WON'T STOP US!

FORGET IT!

AWW-- YOUR COUSIN LIKES LAWRENCE WELK!

GOWAN BACK TO **SQUARESVILLE**, YOU ROSY-CHEEKED REACTIONARY!

I'D BETTER CUT OUT, BEFORE I **GIVE** THEM SOMETHING TO PROTEST ABOUT!

JUST AS I **THOUGHT**, PARKER-- YOU'RE EVEN TOO PUNY TO CARRY A **SIGN**, HUH?

NO MATTER **WHAT** FLASH SAYS TO ME, IT'S HARD TO GET **MAD** AT HIM! EVEN THOUGH HE HAS NO USE FOR PETER PARKER, HE'S ONE OF **SPIDER-MAN'S** MOST LOYAL FANS!

DON'T YOU **EVER** LOSE YOUR TEMPER, MOP TOP?

SURE! BUT NOT WHEN A BIG ZERO LIKE **YOU** TRIES TO GOAD ME!

I DON'T **GET** IT, FLASH! WHY DIDN'T YOU TAKE A **POKE** AT HIM? I WOULD HAVE!

WELL, HE'S STILL **THERE**! GO ON-- BE MY GUEST!

AWW-- I'D BE AFRAID OF **HURTING** HIM!

NO MATTER WHAT THE **OTHERS** SAY, THERE'S SOMETHING SO **STRONG**--SO **PROUD** ABOUT PETER PARKER--!

STUDENTS! ALL TOGETHER NOW! SWITCH SCENES--SWITCH!

I STILL DON'T UNDERSTAND WHAT HAPPENED? WHAT CAME OVER ME, TOMMY?

I DON'T KNOW, KID! BUT TRY TO REST-- AND THEN WE'LL SEE IF WE CAN FIGURE IT OUT!

I THINK IT HAD SOMETHING TO DO WITH THAT ARC LIGHT HITTING THE PUDDLE OF CHEMICALS!

IT SET OFF SOME KIND OF ELECTRIC SHOCK THAT WENT RIGHT THRU YOU! AT FIRST, I WAS SURE YOU WERE KAPUT!

HE FELL ASLEEP WHILE I WAS YAKKIN' AT HIM!

HE'S REALLY A GOOD EGG! I'D LIKE TO HELP HIM--BUT I DON'T EVEN KNOW WHERE TO START--WHAT TO DO--?

MEANWHILE, AT THE HEADQUARTERS OF WHAT MIGHT BE CALLED: HOODS, INCORPORATED!

AWRIGHT, YOU GUYS--PIPE DOWN! I WANNA TELL YA WHY I ASKED YOU ALL TO COME TO THIS MEETING!

YEAH! WE SORTA BEEN WONDERIN'!

SPEAK LOUDER! CAN'T HEAR YOU IN THE BACK!

OKAY! OKAY! NOW CLAM UP--ALL OF YOU!

A CERTAIN PARTY HAS OFFERED A REWARD TO THE MAN WHO FINALLY BEATS SPIDER-MAN! A REWARD BIG ENOUGH TO PUT YOU ON EASY STREET--PERMANENTLY! WHAT DO YOU SAY TO THAT?

SPIDEY'S NO PUSH-OVER! HOW BIG IS THE REWARD?

HOW DOES TWENTY THOUSAND GREENIES SOUND TO YOU?

TWENTY GRAND?!!

LET'S GO!

WHAT ARE WE WAITIN' FOR??

BEHIND THE IVY-COVERED, TIME-HALLOWED WALLS OF E. S. U....

LOOK AT PARKER TRYING TO MAKE LIKE A SCIENTIST! MY OLD MAN FORGOT MORE ABOUT SCIENCE THAN HE'LL EVER KNOW!

SEEMS TO ME I READ ABOUT OSBORN'S FATHER SOMEWHERE! --BUT CAN'T REMEMBER WHERE!

WELL, WHAT DOES IT MATTER?

THEN, THE MOMENT CLASSES ARE LET OUT--

I'VE GOT TO GET OFF BY MYSELF AND CHANGE TO SPIDER-MAN! I FEEL TOO COOPED-UP HERE!

MY HEAD IS SPINNING! I CAN'T FORGET BETTY BRANT--NED LEEDS--THAT COSTUMED MUSCLE-MAN I FOUGHT BEFORE--OR AUNT MAY, AND MY SCHOOL WORK!

I CAN'T HELP FEELING SORRY FOR PETE! I WISH THEY'D ALL STOP RIDING HIM!

AND SO--

I'LL SWING THRU THE CITY AND SEE WHAT'S DOING!

THIS IS THE **ONE** THING THAT ALWAYS CLEARS MY HEAD-- CHASES THE COBWEBS AWAY!

BUT, IT LOOKS AS THOUGH IT'S GONNA BE A DULL NIGHT! I HAVEN'T EVEN HEARD A POLICE SIREN YET!

LOOK! IT'S HIM!

WE'VE STRUCK PAY DIRT!

LET'S TACKLE HIM FROM BEHIND! -- YEAH! WE'LL POLISH 'IM OFF BEFORE HE KNOWS WHAT HIT 'IM!

UH OH! A BEVY OF BADDIES, SNEAKING UP BEHIND ME!

DON'T YOU GENTS KNOW BETTER THAN TO TRY A SURPRISE ATTACK ON A FELLA WITH BUILT-IN SPIDER SENSE!?

YOU NEEDN'T BOTHER ANSWERING, OF COURSE! IT WAS PURELY A RHETORICAL QUESTION!

LOOK OUT-- URPPP!

HOW'D HE KNOW WE-- YUULP!

Flop!

WELL, AT LEAST THE EVENING WASN'T A TOTAL LOSS!

BUT WHAT WOULD MAKE THREE CHEAP PUNKS DECIDE TO JUMP THEIR FRIENDLY NEIGHBORHOOD SPIDER-MAN?

AND, AS SPIDEY SPECULATES OVER HIS FALLEN FOES--

IT'S NO USE, TOMMY! I CAN'T SLEEP! MY HEAD'S GOIN' AROUND LIKE A TOP!

WELL, GET DRESSED AND TAKE A SHOWER, KID! MEBBE IT'LL MAKE YOU FEEL BETTER!

THEN, WE'D BETTER GO DOWNTOWN AND FIGURE OUT WHAT **DAMAGE** YOU'VE DONE! THE ONLY WAY TO KEEP YOU OUTTA THE CLINK IS TO SETTLE UP, SOMEHOW!

EVERYTHING I DO GOES WRONG! I WAS BORN A FAILURE, AND I'LL DIE A FAILURE! I'M JUST A BUM!

DON'T SAY THAT, JOE! YOU'VE JUST HAD A LOTTA BAD BREAKS, THAT'S ALL!

I SHOULD'VE BEEN **CHAMP!!** DO Y'HEAR-- **JOE SMITH, CHAMP! THAT'S THE WAY IT OUGHTTA BE! BUT IT AINT!**



FOR THE LUVVA MIKE! YOU'RE JUST AS STRONG AS YOU WERE IN THE STREET BEFORE!

UH OH! SOMETHING'S HAPPENING TO HIM AGAIN! HE DON'T EVEN KNOW THAT I'M HERE!

I CAN STILL BE THE CHAMP! I'M BIG ENOUGH-- AND STRONG ENOUGH-- AND TOUGH ENOUGH!!



AND I HATE 'EM ALL! I STILL REMEMBER HOW EVERYONE LAUGHED AT ME! THEY SAID I DIDN'T HAVE A FIGHTER'S HEART!

WELL, I GOT IT NOW! AND I'LL PROVE IT-- TO ALL OF 'EM!



NOW HOLD ON, KID! YOU CAN'T GO OUT AGAIN-- NOT WHILE YOU'RE LIKE THIS! YOU'VE GOTTA CALM DOWN FIRST!

I'LL SHOW 'EM WHO'S A CHUMP! I'LL SHOW 'EM THE KINDA FIGHTER JOE SMITH IS!

I CAN'T STOP HIM! HE DOESN'T EVEN HEAR ME!



LISTEN, KID! I WON'T LET YOU DO IT! YOU'LL ONLY GET INTO MORE-- UNHHH!!

NOBODY TELLS THE CHAMP WHAT TO DO!! NOBODY!



WHILE, IN A NEIGHBORING AREA, MORE FUN AND GAMES ARE NOW IN PROGRESS--

WHAT'S MADE ME THE TARGET FOR EVERY CHEAP HOOD AND GUNNIE IN TOWN LATELY?

IT'S LIKE SOMEBODY SUDDENLY DECLARED OPEN SEASON ON SPIDER-MEN!



I APPRECIATE THE FACT THAT YOU'VE ALL VOLUNTEERED TO SERVE AS MY SPARRING PARTNERS--

BUT I'D SURE LIKE TO KNOW WHY THE SUDDEN GENEROSITY?



WELL, I SUPPOSE YOU'LL TELL ME IN YOUR OWN GOOD TIME-- AFTER YOU WAKE UP, THAT IS!

ALL DONE? HMMM-- THEY DON'T SEEM TO BUILD TOUGH CROOKS LIKE THEY USED TO!

AND, AT THAT EXACT, PRECISE, SELF-SAME SPLIT-SECOND (NOT THAT IT WOULD REALLY MAKE ANY DIFFERENCE IF IT WAS A BIT EARLIER OR LATER), A STRANGELY-GARBED FIGURE ENTERS A CROWDED GYM--

REMEMBER ME, YOU CREEPS? I'M JOE SMITH--AND I'M GONNA WALLOP THE LIVIN' DAY-LIGHTS OUT OF THE WHOLE MANGY PACK OF YA!

OKAY, CANVASBACK, WE ALL GOT A LAUGH OUTTA YOUR CRAZY COSTUME--NOW GET LOST!

NAH, LET 'IM HANG AROUND, MARVIN! HE KINDA DRESSES UP THE JOINT!

YEAH! HE'S PURTY AS A PICTURE IN HIS NEW SUNDAY-GO-TO-MEETIN' DUDS!

I HOPE HE REALLY IS LOOKIN' FOR A FIGHT! I AINT KNOCKED NOBODY'S BLOCK OFF IN WEEKS!

YOU BET I'M LOOKIN' FOR A FIGHT! C'MON NOW--WHO'S GONNA BE FIRST? OR DO I HAVETA PICK MY OWN VICTIMS?

OKAY, SONNY BOY--YOU'RE ASKIN' FOR IT! STEP ASIDE, YOU GUYS--HE'S MINE!

UH UH! I WANT FIRST CRACK AT 'IM! TAKE YOUR TURN!

JUST STAY WHERE YOU ARE, SMITH! THIS WON'T TAKE LONG!

YOU BET IT WON'T!

I'VE BEEN WAITIN' FOR THIS EVER SINCE I CAN REMEMBER! I HATE ALL OF YOU PUNKS!

HEY!--ULLP!--

WHUUUP!--

AND NOW, WE'RE SURE IT WILL COME AS NO SURPRISE TO ANY LOYAL SPIDEROPHILE TO SEE SPIDEY SWINGING PAST THE GYM DURING THE AFOREMENTIONED DONNY-BROOK... (OR: HOW WORDY CAN YOU GET?!!)

HEY! WHAT GIVES IN THERE?

WHOP!

THOP!

PLOINK!

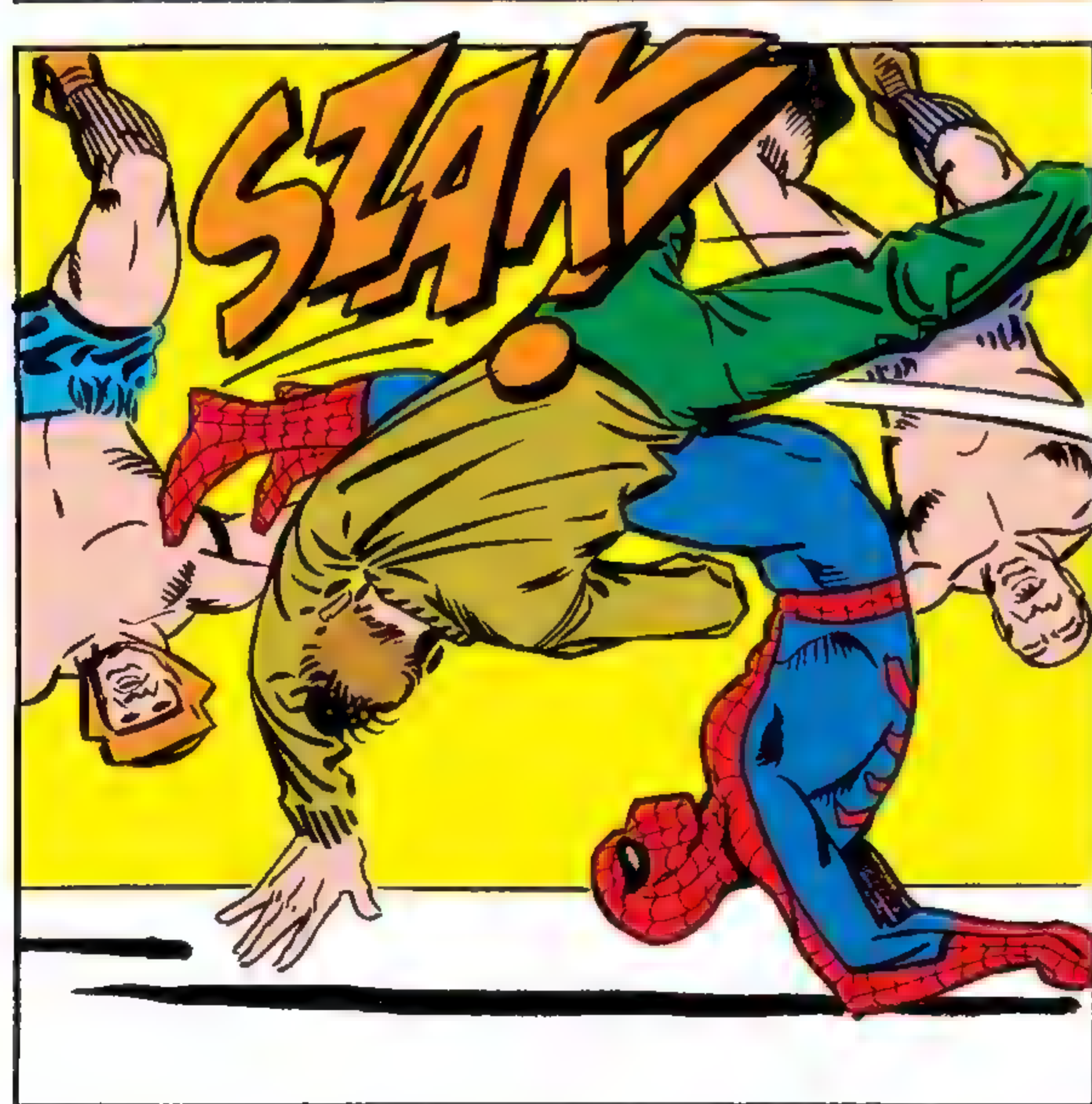
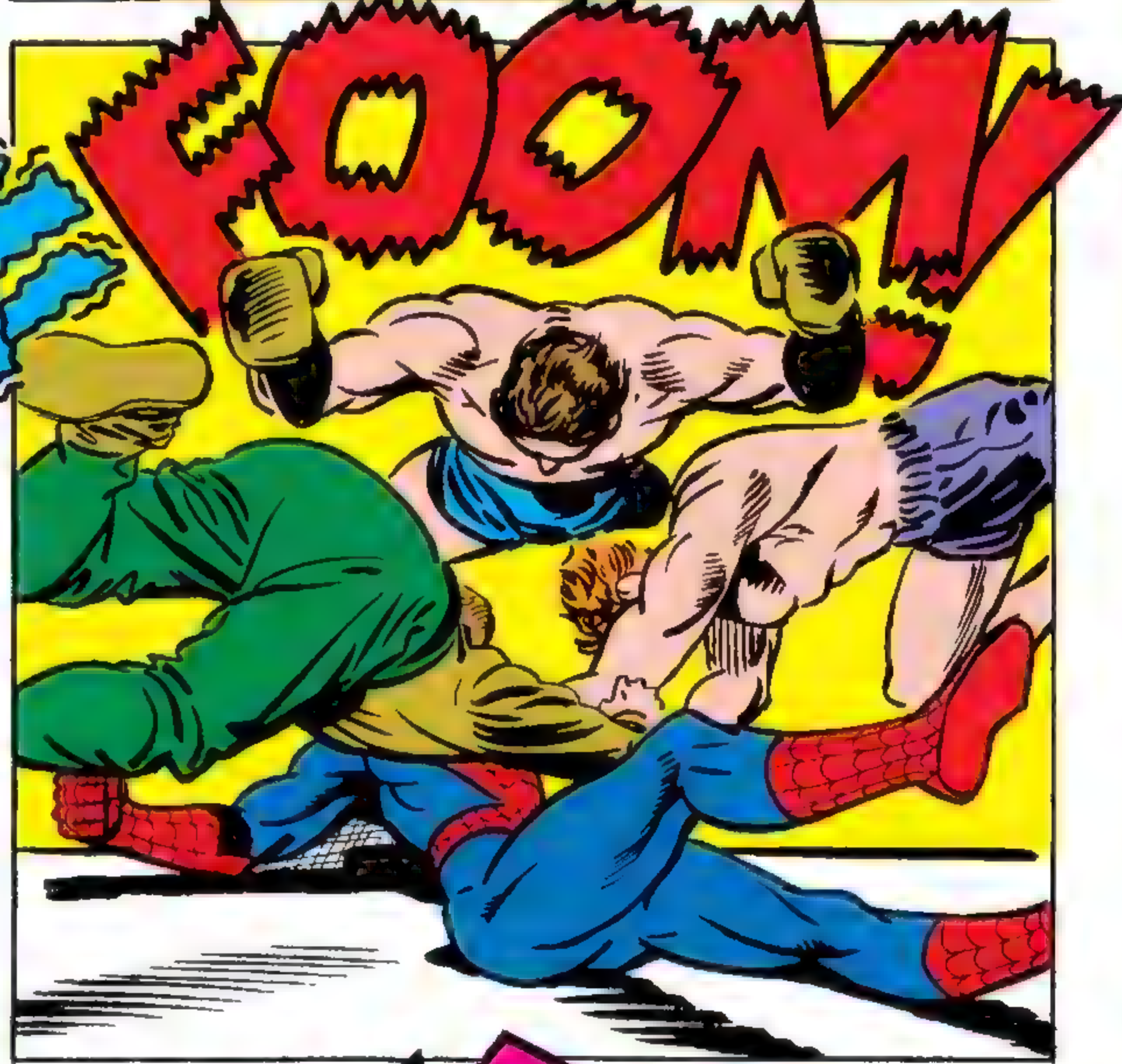
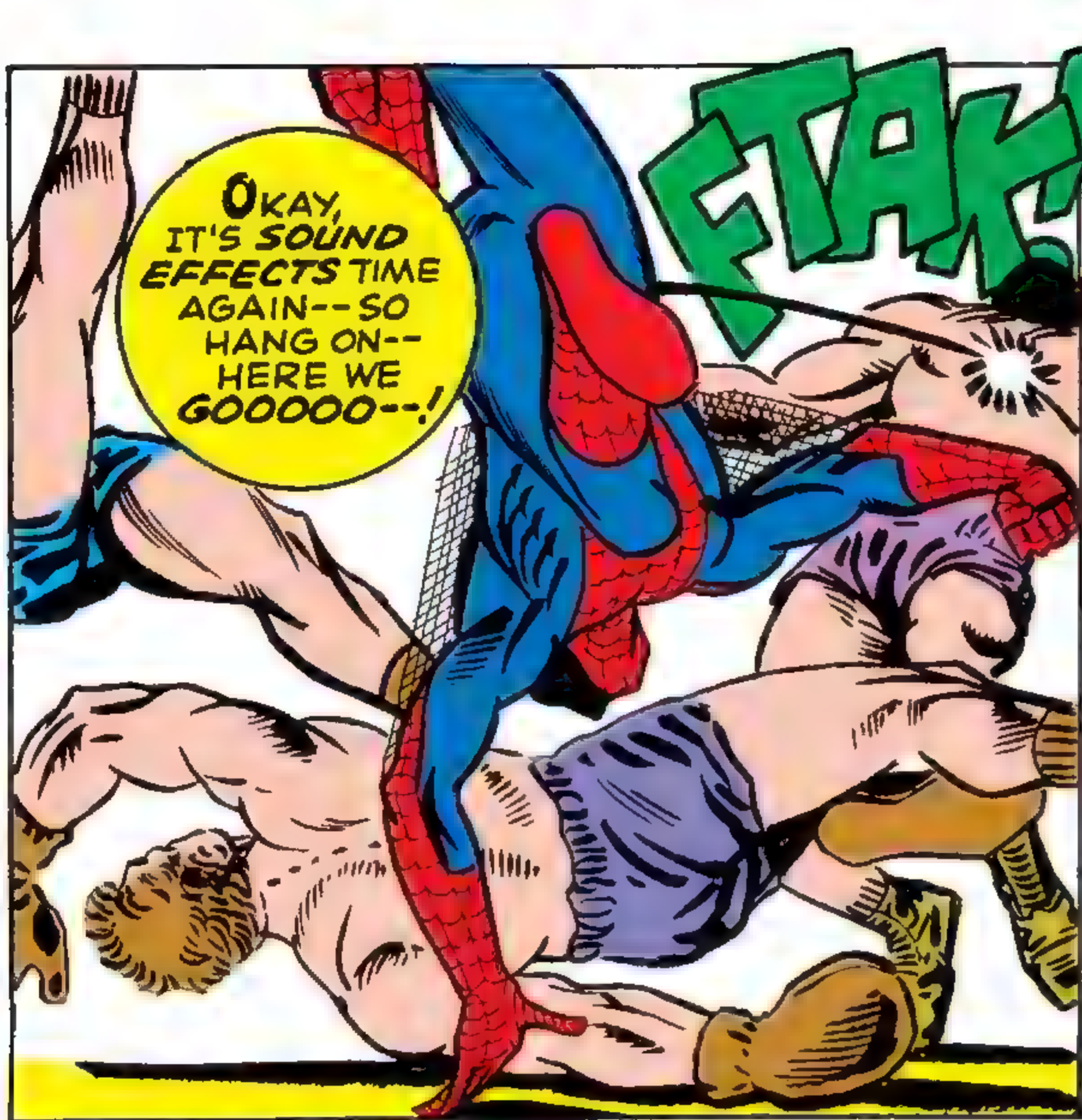
SOUNDS LIKE A TYPICAL DAY AT THE GENEVA PEACE CONVENTION!

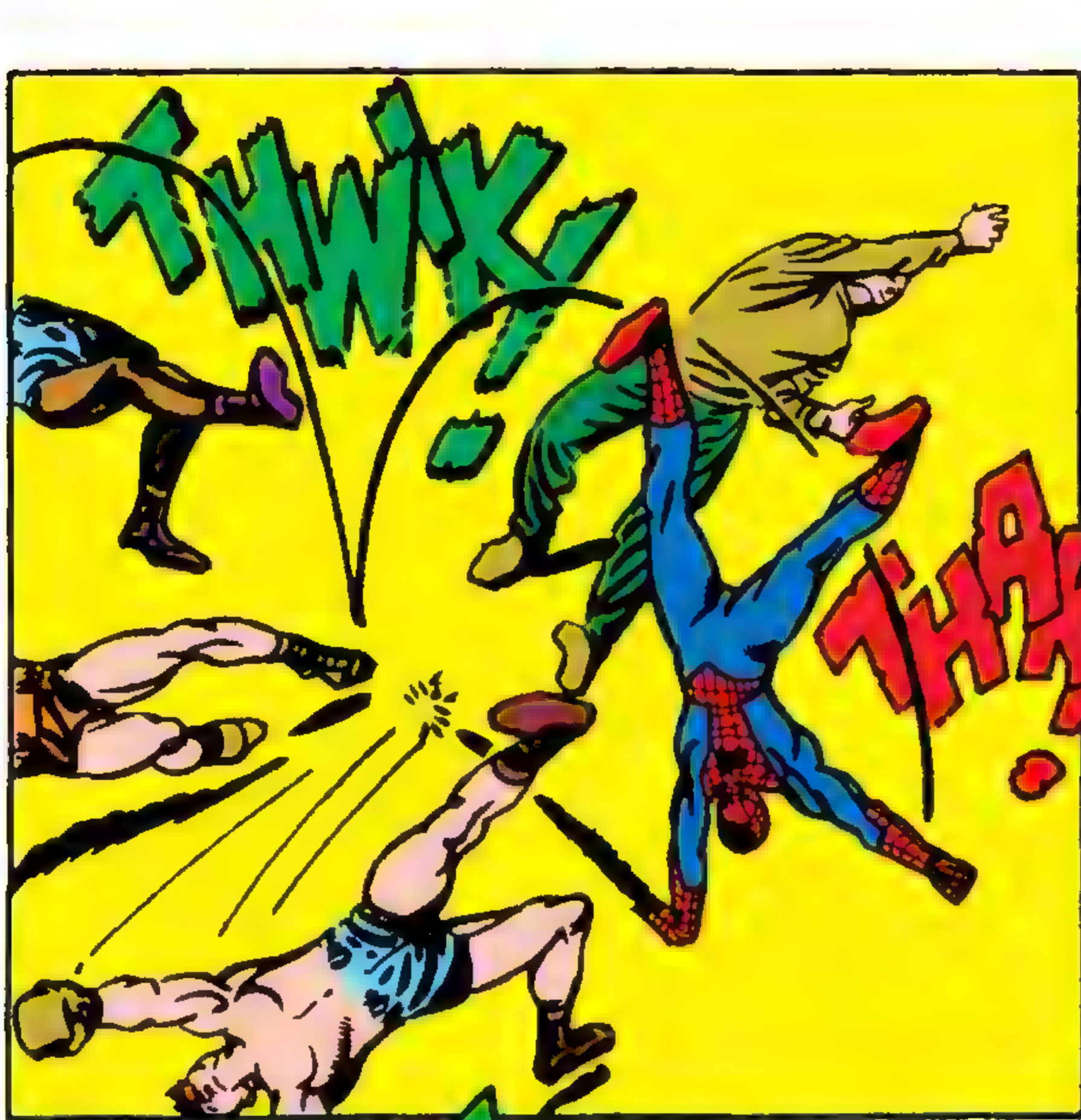
WELL, HOW ABOUT THAT ?!!

JUST THE ONE I'M LOCKING FOR!

DOESN'T HE EVER STOP FIGHTING?







AND NOW, WITH ONE FINAL "PAKOW!" WE END OUR SCINTILLATING SOUND-EFFECTS SECTION--AS SMILIN' STAN THANKS YOU, ONE AND ALL, FOR THE BRIEF BREATHER YOU'VE ALLOWED HIM!



WELL? HAD ENOUGH, BIG FELLA?



THE SPOTS! I DON'T SEE 'EM ANY-MORE! AND--I FEEL JUST LIKE I ALWAYS USED TO--!



WHAT'S GOIN' ON IN HERE? WE HAD A REPORT OF A FIGHT!

WADDAYA EXPECT IN A GYM--MAYPOLE DANCIN'??

VERRRRRY FUNNY! LET'S HOPE IT'LL TICKLE THE JUDGE, TOO!



HEY! WE'VE BEEN LOOKING FOR YOU! YOU'RE THE CHARACTER WHO THINKS HE'S A ONE-MAN BULLDOZER!

I-I DIDN'T MEAN TO CAUSE ANY TROUBLE!

NO-- NEITHER DID KING KONG!

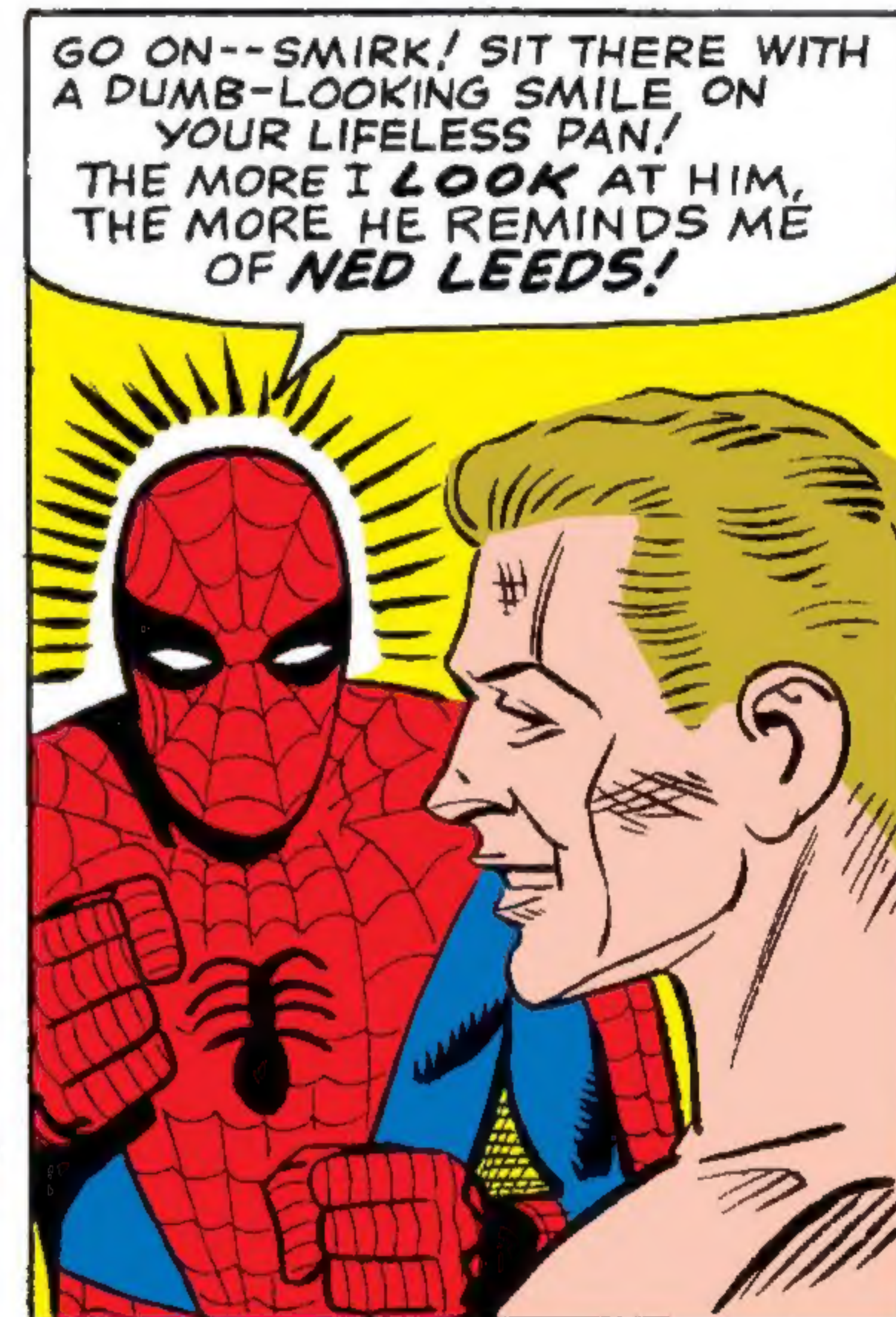


HOLD IT, BOYS! I'LL TAKE CARE OF EVERYTHING! I'M HIS MANAGER!

MANAGER? WHAT HE NEEDS IS A GOOD LAWYER!

TOMMY! BOY, AM I GLAD TO SEE YOU!





NO SOONER HAS THE FRONT DOOR CLOSED BEHIND THE VISITOR, THAN MAY PARKER HEARS A WEARY VOICE BEHIND HER...

PETER PARKER! YOU MUST HAVE COME IN THE BACK DOOR!

SURE! WHAT'S THE DIFFERENCE?

SORRY I'M LATE, AUNT MAY-- BUT I'VE ALREADY HAD DINNER!

THERE WAS SOMEBODY TO SEE YOU AT THE FRONT DOOR! HURRY-- SHE MAY STILL BE THERE!

SHE?? WHO WAS IT?

OH PSHAW!! WE'RE JUST SECONDS TOO LATE! ISN'T THAT A SHAME!

I DON'T RECOGNIZE THE CAR! TELL ME, AUNT MAY-- WHO IS SHE?

WHY, IT WAS **MARY JANE WATSON**, YOU SILLY BOY! THE GIRL I'VE BEEN TRYING TO HAVE YOU MEET FOR MONTHS!

FOR JUST A SECOND-- I THOUGHT-- IT MIGHT HAVE BEEN-- **BETTY!**

OH!

SHALL I HEAT A GLASS OF WARM MILK FOR YOU, DEAR?

NO, THANKS! I'LL JUST CATCH THE LATE NEWS ON TV, AND THEN GO TO BED!

IT HAS JUST BEEN ANNOUNCED THAT **JOE SMITH** HAS SIGNED A FIVE-YEAR CONTRACT WITH THE INTERNATIONAL BROADCASTING NETWORK TO STAR IN A NEW SUPER-HERO SERIES! MR. SMITH, A VIRTUAL UNKNOWN UNTIL RECENTLY, WAS--

OH NO!!

--REPORTED TO HAVE FOUGHT **SPIDER-MAN** HIMSELF TO A STANDSTILL!

THAT TAKES THE CAKE! NOT ONLY WILL HE BECOME A BIG STAR NOW-- BUT I'LL SEEM WORSE THAN EVER!

CLICK!

I'M TOO TIRED TO WATCH THE REST OF THE NEWS, AUNT MAY! I'LL SAY GOOD NIGHT TO YOU NOW!

SLEEP WELL, PETER DEAR! I'M GLAD YOU TURNED OFF THE TV! SOME OF THOSE NEWS ITEMS CAN GIVE A BODY NIGHTMARES!

NOT MUCH CHANCE OF THAT IN MY CASE!

---I ONLY HAVE THEM WHEN I'M AWAKE!

NEXT ISH!
THE BIGGEST SURPRISE OF THE SEASON AWAITS YOU!
'NUFF SAID!

THE SPIDER'S WEB

Dear Stan,

SPIDEY #34 was fantabulous (as usual), having 50 panels of fight scenes and 53 panels of Spidey (which is more than in most issues). I hope Peter can prove to Gwen that he's not so bad, because she's really some doll. Harry is a fink! Kraven was in peak form, so have him come back again some issue, stronger than ever. By the way, in your bullpen bulletins under "Strictly Personal," you called Johnny Hayes' Mustang a "2x2." A Mustang fastback is a 2+2, you dopes! Back to Spidey: Let's see more of Betty Brant's dreams, and let's have Peter solve his problems with her or else leave her alone with no hard feelings. He could go with Gwen instead, since she seems to like him and would probably understand him. Keep up the good work, but try to cut down on your famous mistakes. Remember, until Harry knocks Spider-Man out, I will remain thoroughly a Marvel maniac.

Randy Barron, 124 West Linwood
Kansas City, Mo.

You mean if Harry wins one single fight we'll lose you? Aw, how fickle is thy faithfulness, frantic one! As for our description of jovial Johnny's chariot, please forgive our extraordinarily inexcusable error! (Although we did spell "Mustang" correctly — and for us, that's a truly towering triumph!)

Dear Stan,

Boy! Did you ever flub up in issue #34 of SPIDER-MAN! All that happens is that Spidey and Kraven hit each other a couple of times, and Spidey gets in the last blow, so he wins. Echh! You surely can do better than that. Why didn't Kraven dream up some diabolical trap for our hero, such as those magnetic handcuffs in ish #15! Kraven is easily your best villain, but if you don't quit giving us stories with just a few hay-makers instead of a plot, you'll probably lose a few fans. (Not me, of course, because I couldn't breathe, eat, or sleep without Spidey.) So let's get out of this rut, huh? Spidey's sales marks may have reached their peak, but as far as I'm concerned, Spidey's in the worst slump of his whole career. Hurry up and settle this big deal with Betty Brant, too. I'm tired of it, and I'm sure I'm not alone.

Cary Burkett, 1120 E. Pecan
Angleton, Texas

Be of good cheer, brother Burkett! Just wait'll you see our brand-new, pulsatin' plot line which will start unfolding before your delightfully dazzled eyes next ish! You think our sales have hit their peak, Cary? Fie upon thee! This is only the beginning, mister! We've got gimmicks, gadgets, and guest stars coming up that'll make comic book history! (And, if we weren't reluctant to boast — hoo boy!)

Dear Stan,

In SPIDER-MAN #34, the cover wasn't so spectacular. But, from experience, I have learned that great stories often hide behind bad covers. And I was right again! The only fault with "The Thrill of the Hunt" was when Betty dreamed Peter was Spidey. No dreams! Only real stuff, please! I got the impression you just wanted to fill the

page. The rest was history for us Marvel readers. Give Peter one more power; let him be able to talk with spiders so he won't get so lonely after he has one of his many fights with Betty. And let's watch those nowhere old 1920's clothes on all the characters! Get cashmere sweaters on them — all except J.J.J., of course. On *him* you should put a straitjacket!

(No, we didn't forget the writer's name and address! Here's what happened —)

Another mighty Marvel first! Our panicky printer actually lost the signature section of the letter above, so now we don't know who wrote it! But, if the agonized author will drop us another line, identifying himself, we'll give him (or her) (— or it) full credit and a public apology a few ishes hence! However, the idea of Spidey talking to real, live spiders just doesn't send us! We're not even convinced that *spiders* talk to spiders!

Dear Stan,

I was looking through the *San Francisco Chronicle* the other day and you'll never guess what I saw! No, Russia isn't going to drop an atomic bomb on the U.S. No, Jolly Jack Kirby didn't defect to Brand Echh, and nobody else has burned up the capital since the British did! Actually, the kids at the University of California took time out from their protesting to do something worthwhile. This: "New on campus is the Royal Order of Spider-Men, whose bible is the SPIDER-MAN comic book and whose leader, the Imperial Black Widow, is Ron Gordon, a 20-year-old premed." [Wait'll Hawkeye hears about *this*! Anyway, it goes on:] "Their slogan? Friend of all, regardless of race, creed, color, or number of legs." Since this group is in California, they just couldn't live without a demonstration, so a plan was made to organize 12,000 black widow spiders for a crawl down Telegraph Avenue, followed by a web-in at Sproul Hall. The Spider-Men hope to get enough money together (by selling pickled webs) to send venom to anti-Communist Asian spiders. Maybe Spidey can help in that department? In the immortal words of the *Chronicle*'s Herb Caen, "Let's all get behind these fine young people!"

Irene Yono, 1692 Post St.
San Francisco, Calif. 94115

A number of sharp-eyed fans also sent us a copy of that clipping from the *Chronicle*, Irene honey — and we got a real kick out of it. In faet, what with the popularity of expressions like "sit-in," "stand-in," "sleep-in," etc., the newie which those cavortin' college kids have coined — "web-in" — may just take hold and become a part of our fast-growing, flip-type 'in' lingo! After all, "Nuff said" has become almost as famous these days as J. Jonah Jameson's sunshine smile!

Dear Stan,

Just thought I'd drop a line to let you guys know we're reading you loud and clear over here in Munich, Germany — home of the University of Maryland, European Division. The gal at the newsstand gets a big charge from seeing college sophs pickin' up comics, so keep up the

good work, and we'll keep the little old lady happy. If you ever get an urge to hold a popularity contest, the guys over here vote hands down for Spidey. Keep up the business he's giving to his gal; we lady-killers eat that stuff up. We're all psychology majors and we enjoy trying to figure out old Web-head. He's one character you guys have that really strikes home; everyone else is pushing their old-age benefits while Spidey carries the load for today's generation. His problems are, more or less, what we get today, and seeing how he overcomes them not only gives us an incentive, but allows the older generation as well to realize that the teenager of today has got a lot on his back, and needs to be given an opportunity to show what he's really made of. Don't ever let Spidey go, for, as our martyred President once said, "When the going gets tough, the tough get going."

Richard K. von Fossen, Box 345B

University of Maryland, Munich, Germany, Campus
APO New York 09407

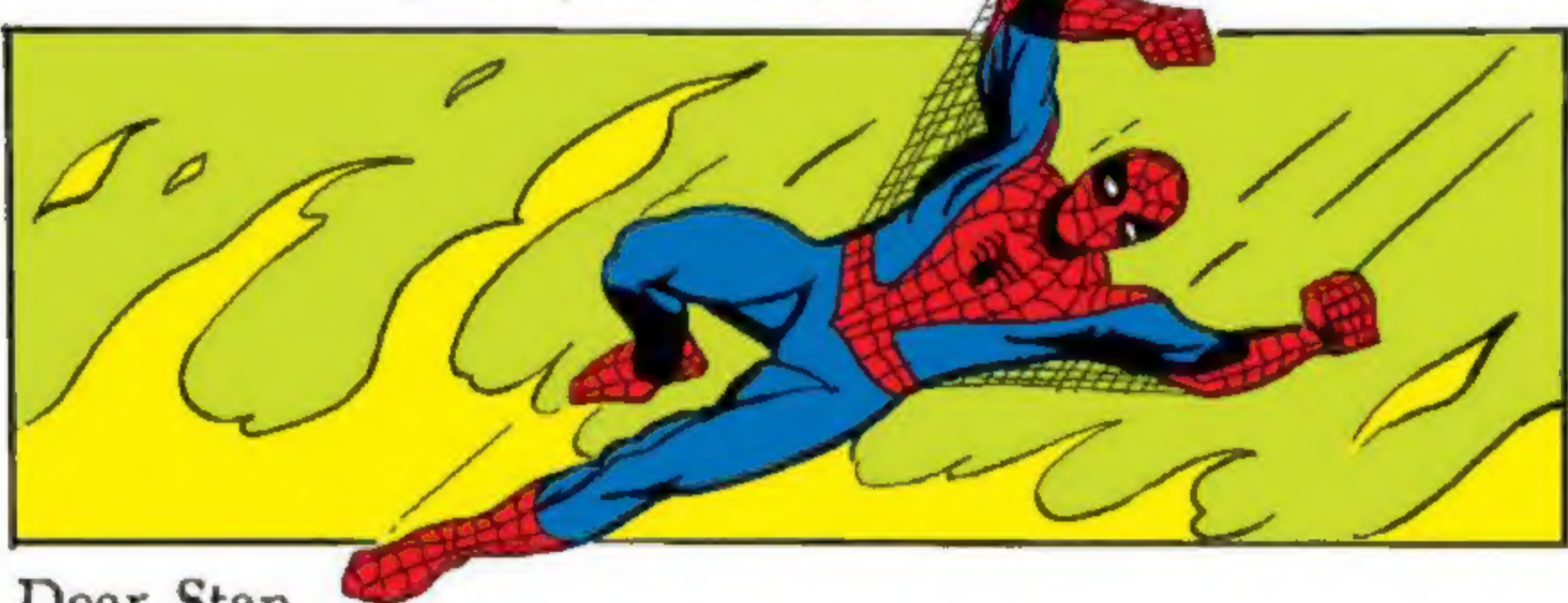
We'll buy that, Dick! And don't worry, lad — we never intend to let ol' Spidey go! It would be like losing a member of the family! Of course, we'll admit that very few families have wall-climbers in 'em, but what the hey — we're not snobs!

Dear Stan,

Boy, do I have you guys over a barrel! As I eagerly studied through every word and panel of your marvelous SPIDER-MAN #34, I came across an interesting word: "Kraven." I thought and I pondered over it. Is this the guy's first or last name? Or is it the name of some savage beast or bird? Favoring the latter, I took my trusty Webster's in hand and turned to the letter "k." I looked under words beginning with "kra." Kraal, kraft, kraken, krater, K-ration, and kraut. No "kraven." So, I decided to look under "c," figuring you guys had changed the spelling of a real word. Lo and behold there it was: "craven — adj. (1) defeated; vanquished. (2) lacking courage; cowardly." This is the name you picked for a man who wrestles gorillas and lions with his bare hands? Sheesh! Besides that slight discrepancy, I thought that SPIDEY #34 was stupendous. I think you have a great character in Spider-Man. Would you believe it if I told you that this is only the second time I've ever written to a comic mag?

Eric Beringer, 3709 Brierwood Dr.
Erie, Pa.

We believe it, Eric, we believe it! But, you've posed a far greater problem for us now! Don't keep us in suspense for another minute, fells — tell us, before we have nervous prostration — which mag did you write to with your first letter?



Dear Stan,

SPIDER-MAN #34 was great! The cover was fab! That white on it was certainly a switch. The story was excellent, and I was glad to see more of Kraven. Also, I'd like to compliment everyone at the bullpen for the fine work on FANTASY MASTERPIECES. "I Became a Human Robot" was the best one, in my opinion, and "Those Who Change" was very clever. The artwork on all of them was, as usual, magnificent. I just don't know how you do it, Stan. You're absolutely fantastic! Love ya!

Marilyn Morgan, 826 Central Ave.
Johnstown, Pa.

It's mutual, pussycat! But if you liked FANTASY MASTERPIECES before, wait'll you see it now — starring the original tales of Captain America! (Have you noticed how we never resort to sneaky plugs in our liltin' letters pages?)

Dear Stan,

I'd like to congratulate you on the job you're doing with Spider-Man. I must admit this guy is a pretty tough nut to crack. I used to be a great lover of the Brand X

war comics, but lately I've found myself buying nothing but SPIDER-MAN. I've read a few earlier issues, but your issue #30, "Man on a Rampage," has our whole company in an uproar. All of us here in Korea, from privates like myself to our C.O., dig it. I know other people besides us army Joes feel the same way. Other than that, you guys are great and you have the I Corps of the 8th Army backing you. Keep up the good work, troop!

Pvt. R. Stewart RA 15735215

Co. D, 51st Sig. Bn. (C)

APO San Francisco, Calif. 96358

We never disobey a direct command, soldier! So rest assured that we'll not only keep up the good work, but we'll do our web-slingin' best to top it! And, if you think that we're great — there aren't enough words available to tell you just how great we think that you and all your buddies in all the services really are! If our feeble artistic efforts can help brighten just a few minutes of your day, we consider ourselves the luckiest guys around!

Dear Stan,

Being neither a left-wing liberal, a right-wing reactionary, or even a maudlin middle-of-the-road moderate (though I have sympathies with all three), I feel as qualified as anyone to reply to Art Raveson. Mr. Raveson wants Spidey to become allied with the forces of the left. This idea would not be wholly without merit for Mr. Raveson, but not for Peter Parker. It is not the purpose of a superhero to attempt to indoctrinate readers with any specific political credo. If you succeed in presenting democracy as superior to tyranny, courage to cowardice, and brotherhood to bigotry, then you will have accomplished all that can be expected in the political and social realms. Any other literary merit to be found in Marvel mags (and there's an abundance of it) must be psychological and anthropological. I could offer many examples of the latter two points (such as Captain America's search for identity, the unreasoning fear exhibited toward the Hulk, etc.), but I think this letter is long enough already. So, till next time, may the will of Asgard ever be like with thine.

H. Doyle Abernathy, 1035 Merriwether St.
Cape Girardeau, Mo. 63701

Thanks, H.! We kinda agree with you. We try to keep the moral tone and the entertainment value of our mags as high as possible. But, when it come to political philosophies, we figure that's best left to those who specialize in that area. (Like honest Irving Forbush!)

Dear Stan,

Last night I was looking through some of my old Marvel masterpieces, including SPIDER-MAN ANNUAL #2. I turned on my radio and got settled to re-read it for the 33rd time. Suddenly, just as Spidey ducked under the blast from Dr. Doom's finger gun, I heard a dedication being made to all the Merry Marvel Marchers of the U.S.A. This dedication was made by a fellow Marcher over station WDRC in Hartford. So I say, 3½ cheers for WDRC, the MMMS, and Spidey! I would also like to compliment you on your last few issues of SPIDER-MAN; they were just grrreat, as usual. I liked the way Peter Parker became a little rougher toward J.J.J. In closing, I'd just like to say, "Keep your web dry!" Bob Peltz, 301 Barbara Rd.
Middletown, Conn.

Not us, Bobby! We have the latest model — it's a pleatless, no-press, wash-and-wear web-suit. And, as soon as we can get away from those determined-looking guys in the white jackets who've been chasing us, we'll tell you more about it!

NEXT ISH: The most eagerly-awaited event in a spider's age! The return of the Green Goblin! But, even more than that — the start of a new era in Spiderdom! Don't dare miss this landmark issue which features a new hand at the artistic tiller, as jazzy Johnny Romita takes over the illustrating chores, while our lovable leader, smilin' Stan, prepares to write the greatest yarns of his award-winning career! Be sure to tie a web around your claw so you won't forget — SPIDEY #39 — the start of another magnificent Marvel march to greatness — and we want you with us all the way! — Someone's gotta carry the banner!